

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

THE PROCTER & GAMBLE COMPANY, <u>et</u> <u>al.</u> ,	:	C.A. No. 06-443
	:	
Plaintiffs,	:	
	:	
v.	:	
	:	
SUSAN HARRISON, <u>et al.</u> ,	:	DECLARATION OF <u>PAUL A. FRANZ</u>
	:	
Defendants	:	

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

Paul A. Franz, being first duly sworn, deposes and says:

1. I am making this Declaration based upon personal knowledge, and I am competent to testify in the matters stated below.
2. I am employed by the Plaintiff The Procter & Gamble Company ("Procter & Gamble") as Associate General Counsel. My responsibilities include counseling the oral care businesses of The Gillette Company ("Gillette"), a wholly-owned subsidiary of Procter & Gamble.
3. In June 2006, I was contacted by Bruce Cleverly, President of Gillette's Oral B line of products. Mr. Cleverly signed the Stock Purchase Agreement, dated June 4, 2004 among the Gillette, Zooth, Inc. and the Seller and Option Holder Parties Hereto ("Agreement") on behalf of Gillette. Mr. Cleverly informed me that he had been contacted by a Texas lawyer

who was representing the former shareholders of Zooth, Inc. and that the message concerned the possible dispute with Gillette or Procter & Gamble.

4. Shortly after being contacted by Mr. Cleverly, I spoke on June 29, 2006 with Robert Chaiken of the firm Chaiken & Chaiken, who are Texas counsel for some of the former shareholders. During the conversation, Robert Chaiken indicated to me that he had filed, but not served, a lawsuit on behalf of some of the former Zooth shareholders and sought to discuss possible settlement with representatives from Gillette.

5. In a later conversation with Kenneth Chaiken of the same firm, I asked him to explain in writing why he believed a lawsuit in Texas against Procter & Gamble was the proper forum given the language of the exclusive jurisdiction and mandatory venue provisions of the Agreement. At the time, Mr. Chaiken declined to provide any letter or memo explaining the legal basis for the Texas lawsuit. I had no further contact with the Chaiken firm.

Further, Declarant saith naught.



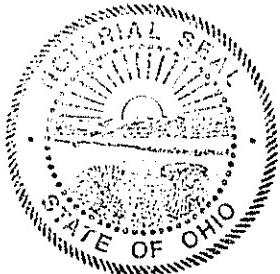
PAUL A. FRANZ

Sworn to before me and subscribed in my presence by the said Paul A. Franz, this
25 day of October, 2006.



DAVID M. MOYER
Notary Public

174783.1



DAVID M. MOYER, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date Section 147.03 O.R.C.

**UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE**

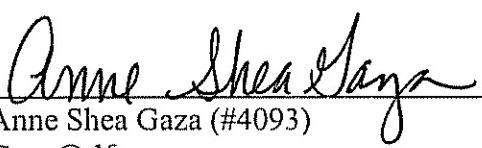
CERTIFICATE OF SERVICE

I hereby certify that on October 26, 2006, I caused to be served by hand delivery the foregoing document and electronically filed the same with the Clerk of Court using CM/ECF which will send notification of such filing(s) to the following:

Daniel B. Rath, Esquire
Rebecca L. Butcher, Esquire
James S. Green, Jr., Esquire
919 Market Street, Suite 600
Wilmington, Delaware 19801

I hereby certify that on October 26, 2006, I caused to be sent by Federal Express the foregoing document to the following non-registered participant:

Kenneth B. Chaiken, Esquire
Robert Chaiken, Esquire
Chaiken & Chaiken, P.C.
One Galleria Tower
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